

B4 (Official Form 4) (12/07)

United States Bankruptcy Court
District of Nevada

In re **Submarina, Inc.**

Debtor(s)

Case No. **12-22097**Chapter **11**

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

Following is the list of the debtor's creditors holding the 20 largest unsecured claims. The list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in this chapter 11 [or chapter 9] case. The list does not include (1) persons who come within the definition of "insider" set forth in 11 U.S.C. § 101, or (2) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 20 largest unsecured claims. If a minor child is one of the creditors holding the 20 largest unsecured claims, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See 11 U.S.C. § 112; Fed. R. Bankr. P. 1007(m).

(1) <i>Name of creditor and complete mailing address including zip code</i>	(2) <i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	(3) <i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	(4) <i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	(5) <i>Amount of claim [if secured, also state value of security]</i>
American Express PO Box 360001 Fort Lauderdale, FL 33336-0001	American Express PO Box 360001 Fort Lauderdale, FL 33336-0001	Credit card purchases	Disputed	51,741.61
Bank of America PO Box 15731 Wilmington, DE 19885-5710	Bank of America PO Box 15731 Wilmington, DE 19885-5710	Credit card purchases	Disputed	40,789.12
Civic View Corporate Centre, LLC c/o Cassidy Turley 55 Westport Plaza, Suite 500 Saint Louis, MO 63146	Civic View Corporate Centre, LLC c/o Cassidy Turley 55 Westport Plaza, Suite 500 Saint Louis, MO 63146	office lease (amount includes full term of lease)		91,656.47
Cordero & Davenport Advertising 800 West Ivy Street, Suite B San Diego, CA 92101	Cordero & Davenport Advertising 800 West Ivy Street, Suite B San Diego, CA 92101	Vendor		33,267.14
David Osfeld, Esq. 5323 S. Brasewood Houston, TX 77096	David Osfeld, Esq. 5323 S. Brasewood Houston, TX 77096	legal services		33,491.00
Direct Pak 12243 Branford Street Sun Valley, CA 91352	Direct Pak 12243 Branford Street Sun Valley, CA 91352	Vendor	Disputed	40,000.00
Gateway San Marcos 11440 West Bernardo Court Suite 240 San Diego, CA 92127	Gateway San Marcos 11440 West Bernardo Court Suite 240 San Diego, CA 92127	Vendor	Contingent Unliquidated Disputed	350,000.00
Hendrix & Weehage LLP 500 N. State College Blvd, #1100 Orange, CA 92868-1625	Hendrix & Weehage LLP 500 N. State College Blvd, #1100 Orange, CA 92868-1625	Legal services		5,644.05
Hendrix Law, P.C. Joseph A. Hendrix 500 N. State College Blvd, #1100 Orange, CA 92868	Hendrix Law, P.C. Joseph A. Hendrix 500 N. State College Blvd, #1100 Orange, CA 92868	Legal services		7,155.57

B4 (Official Form 4) (12/07) - Cont.

In re **Submarina, Inc.**Case No. **12-22097**

Debtor(s)

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

(Continuation Sheet)

(1)	(2)	(3)	(4)	(5)
<i>Name of creditor and complete mailing address including zip code</i>	<i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	<i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	<i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	<i>Amount of claim [if secured, also state value of security]</i>
JTJM Inc. Attn: Jeffrey L. Warfiled 4710 Cove Street Hemet, CA 92545	JTJM Inc. Attn: Jeffrey L. Warfiled 4710 Cove Street Hemet, CA 92545	Vendor	Disputed	16,316.55
JTW Area Developers Inc. 4710 Cove Street Hemet, CA 92545	JTW Area Developers Inc. 4710 Cove Street Hemet, CA 92545	Vendor	Disputed	88,700.95
Kerensa & Company, Inc. 1805 North Carson Street, Suite 559 Carson City, NV 89701	Kerensa & Company, Inc. 1805 North Carson Street, Suite 559 Carson City, NV 89701	Management Fee		81,000.00
Lounsbery Ferguson Altona & Peak LLP 960 Canterbury Place, Suite 300 Escondido, CA 92025	Lounsbery Ferguson Altona & Peak LLP 960 Canterbury Place, Suite 300 Escondido, CA 92025	Legal services		44,647.20
Marie Zeller 9172 Bernardo Lakes Drive San Diego, CA 92127	Marie Zeller 9172 Bernardo Lakes Drive San Diego, CA 92127	Vendor	Disputed Subject to Setoff	412,351.88
Osborn Law 295 Madison Avenue New York, NY 10007	Osborn Law 295 Madison Avenue New York, NY 10007	Legal Fees		95,000.00
R & Us LLC 601 S. Riverside Drive Suite 3 Clarksville, TN 37040	R & Us LLC 601 S. Riverside Drive Suite 3 Clarksville, TN 37040	Vendor / Area Developer	Disputed	14,000.00
San Diego Chargers PO Box 609609 San Diego, CA 92160	San Diego Chargers PO Box 609609 San Diego, CA 92160	Vendor		33,288.00
Sanderson & Associates, Ltd. 400 N Racine Avenue, #211 Chicago, IL 60642	Sanderson & Associates, Ltd. 400 N Racine Avenue, #211 Chicago, IL 60642	public relations services		9,000.00
Strasburger Price LLP PO Box 50100 Dallas, TX 75250-9989	Strasburger Price LLP PO Box 50100 Dallas, TX 75250-9989	Legal services		103,116.73
Toshiba Financial Services P.O. box 31001-0271 Pasadena, CA 91110-0271	Toshiba Financial Services P.O. box 31001-0271 Pasadena, CA 91110-0271	copier		5,679.60

B4 (Official Form 4) (12/07) - Cont.

In re **Submarina, Inc.**

Debtor(s)

Case No. **12-22097**

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

(Continuation Sheet)

**DECLARATION UNDER PENALTY OF PERJURY
ON BEHALF OF A CORPORATION OR PARTNERSHIP**

I, the President and CEO of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing list and that it is true and correct to the best of my information and belief.

Date **November 8, 2012**

Signature **/s/ Bruce N. Rosenthal**

**Bruce N. Rosenthal
President and CEO**

Penalty for making a false statement or concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both.
18 U.S.C. §§ 152 and 3571.

B6 Summary (Official Form 6 - Summary) (12/07)

United States Bankruptcy Court
District of Nevada

In re **Submarina, Inc.**,
 Debtor

Case No. **12-22097**Chapter **11**

SUMMARY OF SCHEDULES

Indicate as to each schedule whether that schedule is attached and state the number of pages in each. Report the totals from Schedules A, B, D, E, F, I, and J in the boxes provided. Add the amounts from Schedules A and B to determine the total amount of the debtor's assets. Add the amounts of all claims from Schedules D, E, and F to determine the total amount of the debtor's liabilities. Individual debtors must also complete the "Statistical Summary of Certain Liabilities and Related Data" if they file a case under chapter 7, 11, or 13.

NAME OF SCHEDULE	ATTACHED (YES/NO)	NO. OF SHEETS	ASSETS	LIABILITIES	OTHER
A - Real Property	Yes	1	0.00		
B - Personal Property	Yes	4	6,980,159.81		
C - Property Claimed as Exempt	No	0			
D - Creditors Holding Secured Claims	Yes	1		257,127.55	
E - Creditors Holding Unsecured Priority Claims (Total of Claims on Schedule E)	Yes	1		0.00	
F - Creditors Holding Unsecured Nonpriority Claims	Yes	9		1,594,216.52	
G - Executory Contracts and Unexpired Leases	Yes	5			
H - Codebtors	Yes	1			
I - Current Income of Individual Debtor(s)	No	0			N/A
J - Current Expenditures of Individual Debtor(s)	No	0			N/A
Total Number of Sheets of ALL Schedules		22			
Total Assets			6,980,159.81		
Total Liabilities				1,851,344.07	

United States Bankruptcy Court
District of Nevada

In re **Submarina, Inc.**,
 Debtor

Case No. **12-22097**

Chapter **11**

STATISTICAL SUMMARY OF CERTAIN LIABILITIES AND RELATED DATA (28 U.S.C. § 159)

If you are an individual debtor whose debts are primarily consumer debts, as defined in § 101(8) of the Bankruptcy Code (11 U.S.C. § 101(8)), filing a case under chapter 7, 11 or 13, you must report all information requested below.

☐ Check this box if you are an individual debtor whose debts are NOT primarily consumer debts. You are not required to report any information here.

This information is for statistical purposes only under 28 U.S.C. § 159.

Summarize the following types of liabilities, as reported in the Schedules, and total them.

Type of Liability	Amount
Domestic Support Obligations (from Schedule E)	
Taxes and Certain Other Debts Owed to Governmental Units (from Schedule E)	
Claims for Death or Personal Injury While Debtor Was Intoxicated (from Schedule E) (whether disputed or undisputed)	
Student Loan Obligations (from Schedule F)	
Domestic Support, Separation Agreement, and Divorce Decree Obligations Not Reported on Schedule E	
Obligations to Pension or Profit-Sharing, and Other Similar Obligations (from Schedule F)	
TOTAL	

State the following:

Average Income (from Schedule I, Line 16)	
Average Expenses (from Schedule J, Line 18)	
Current Monthly Income (from Form 22A Line 12; OR, Form 22B Line 11; OR, Form 22C Line 20)	

State the following:

1. Total from Schedule D, "UNSECURED PORTION, IF ANY" column		
2. Total from Schedule E, "AMOUNT ENTITLED TO PRIORITY" column		
3. Total from Schedule E, "AMOUNT NOT ENTITLED TO PRIORITY, IF ANY" column		
4. Total from Schedule F		
5. Total of non-priority unsecured debt (sum of 1, 3, and 4)		

B6A (Official Form 6A) (12/07)

In re Submarina, Inc.Case No. 12-22097

Debtor

SCHEDULE A - REAL PROPERTY

Except as directed below, list all real property in which the debtor has any legal, equitable, or future interest, including all property owned as a cotenant, community property, or in which the debtor has a life estate. Include any property in which the debtor holds rights and powers exercisable for the debtor's own benefit. If the debtor is married, state whether husband, wife, both, or the marital community own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor holds no interest in real property, write "None" under "Description and Location of Property."

Do not include interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.

If an entity claims to have a lien or hold a secured interest in any property, state the amount of the secured claim. See Schedule D. If no entity claims to hold a secured interest in the property, write "None" in the column labeled "Amount of Secured Claim." If the debtor is an individual or if a joint petition is filed, state the amount of any exemption claimed in the property only in Schedule C - Property Claimed as Exempt.

Description and Location of Property	Nature of Debtor's Interest in Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption	Amount of Secured Claim
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None

Sub-Total >	0.00	(Total of this page)
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Total >	0.00
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(Report also on Summary of Schedules)

0 continuation sheets attached to the Schedule of Real Property

B6B (Official Form 6B) (12/07)

In re **Submarina, Inc.**Case No. **12-22097**

Debtor

SCHEDULE B - PERSONAL PROPERTY

Except as directed below, list all personal property of the debtor of whatever kind. If the debtor has no property in one or more of the categories, place an "x" in the appropriate position in the column labeled "None." If additional space is needed in any category, attach a separate sheet properly identified with the case name, case number, and the number of the category. If the debtor is married, state whether husband, wife, both, or the marital community own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor is an individual or a joint petition is filed, state the amount of any exemptions claimed only in Schedule C - Property Claimed as Exempt.

Do not list interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.

If the property is being held for the debtor by someone else, state that person's name and address under "Description and Location of Property." If the property is being held for a minor child, simply state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. § 112 and Fed. R. Bankr. P. 1007(m).

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
1. Cash on hand		Petty Cash in locked box 300 Rancheros Drive, Suite 120 San Marcos, CA 92069	-	18.72
2. Checking, savings or other financial accounts, certificates of deposit, or shares in banks, savings and loan, thrift, building and loan, and homestead associations, or credit unions, brokerage houses, or cooperatives.		Bank account for Operating business Commercial Banking Company 3462 N. Valdosta Road Valdosta, GA 31602	-	8,324.00
		Bank account for Marketing business Commercial Banking Company 3462 N. Valdosta Road Valdosta, GA 31602	-	1,910.20
3. Security deposits with public utilities, telephone companies, landlords, and others.		Security deposit for office lease Civic View Corp Attn: Scott Brusseau File # 1895 Pasadena, CA 91199-1895	-	3,915.60
4. Household goods and furnishings, including audio, video, and computer equipment.		Furniture and fixtures 300 Rancheros Drive, Suite 120 San Marcos, CA 92069 (Value is estimated)	-	2,500.00
5. Books, pictures and other art objects, antiques, stamp, coin, record, tape, compact disc, and other collections or collectibles.	X			
6. Wearing apparel.	X			
7. Furs and jewelry.	X			
8. Firearms and sports, photographic, and other hobby equipment.	X			
9. Interests in insurance policies. Name insurance company of each policy and itemize surrender or refund value of each.	X			
			Sub-Total > (Total of this page)	16,668.52

3 continuation sheets attached to the Schedule of Personal Property

B6B (Official Form 6B) (12/07) - Cont.

In re **Submarina, Inc.**Case No. **12-22097**

Debtor

SCHEDULE B - PERSONAL PROPERTY

(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
10. Annuities. Itemize and name each issuer.	X			
11. Interests in an education IRA as defined in 26 U.S.C. § 530(b)(1) or under a qualified State tuition plan as defined in 26 U.S.C. § 529(b)(1). Give particulars. (File separately the record(s) of any such interest(s). 11 U.S.C. § 521(c).)	X			
12. Interests in IRA, ERISA, Keogh, or other pension or profit sharing plans. Give particulars.	X			
13. Stock and interests in incorporated and unincorporated businesses. Itemize.	X			
14. Interests in partnerships or joint ventures. Itemize.	X			
15. Government and corporate bonds and other negotiable and nonnegotiable instruments.	X			
16. Accounts receivable.		Accounts Receivable	-	516,991.29
17. Alimony, maintenance, support, and property settlements to which the debtor is or may be entitled. Give particulars.	X			
18. Other liquidated debts owed to debtor including tax refunds. Give particulars.	X			
19. Equitable or future interests, life estates, and rights or powers exercisable for the benefit of the debtor other than those listed in Schedule A - Real Property.	X			
20. Contingent and noncontingent interests in estate of a decedent, death benefit plan, life insurance policy, or trust.	X			

Sub-Total > **516,991.29**
(Total of this page)

Sheet 1 of 3 continuation sheets attached
to the Schedule of Personal Property

B6B (Official Form 6B) (12/07) - Cont.

In re **Submarina, Inc.**Case No. **12-22097**

Debtor

SCHEDULE B - PERSONAL PROPERTY

(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
21. Other contingent and unliquidated claims of every nature, including tax refunds, counterclaims of the debtor, and rights to setoff claims. Give estimated value of each.		Potential claim for recovery of legal expenses against Gateway [value is estimated]	-	31,000.00
22. Patents, copyrights, and other intellectual property. Give particulars.		Trade name(s) "Submarina" (Value is intangible but based on 2009 appraisal)	-	3,000,000.00
		Intangible asset - operating software/technology (Value is estimated at \$500)	-	500.00
23. Licenses, franchises, and other general intangibles. Give particulars.		Franchise agreements (Value based on 2009 appraisal)	-	3,000,000.00
24. Customer lists or other compilations containing personally identifiable information (as defined in 11 U.S.C. § 101(41A)) provided to the debtor by individuals in connection with obtaining a product or service from the debtor primarily for personal, family, or household purposes.		Customer Lists - unknown value	-	Unknown
25. Automobiles, trucks, trailers, and other vehicles and accessories.	X			
26. Boats, motors, and accessories.	X			
27. Aircraft and accessories.	X			
28. Office equipment, furnishings, and supplies.		Computers/server 300 Rancheros Drive, Suite 120 San Marcos, CA 92069 (Value is estimated)	-	Unknown
		Phone System [amount is estimated]	-	Unknown
29. Machinery, fixtures, equipment, and supplies used in business.	X			
30. Inventory.	X			
31. Animals.	X			
32. Crops - growing or harvested. Give particulars.	X			

Sub-Total > **6,031,500.00**
(Total of this page)

Sheet 2 of 3 continuation sheets attached
to the Schedule of Personal Property

B6B (Official Form 6B) (12/07) - Cont.

In re **Submarina, Inc.**Case No. **12-22097**

Debtor

SCHEDULE B - PERSONAL PROPERTY

(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
33. Farming equipment and implements.	X			
34. Farm supplies, chemicals, and feed.	X			
35. Other personal property of any kind not already listed. Itemize.		Area developer rights purchased from Subbros (amount is estimated)	-	415,000.00

Sub-Total > **415,000.00**
(Total of this page)
Total > **6,980,159.81**

(Report also on Summary of Schedules)

Sheet **3** of **3** continuation sheets attached
to the Schedule of Personal Property

B6D (Official Form 6D) (12/07)

In re **Submarina, Inc.**Case No. **12-22097**

Debtor

SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS

State the name, mailing address, including zip code, and last four digits of any account number of all entities holding claims secured by property of the debtor as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. List creditors holding all types of secured interests such as judgment liens, garnishments, statutory liens, mortgages, deeds of trust, and other security interests.

List creditors in alphabetical order to the extent practicable. If a minor child is a creditor, the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m). If all secured creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor", include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H", "W", "J", or "C" in the column labeled "Husband, Wife, Joint, or Community".

If the claim is contingent, place an "X" in the column labeled "Contingent". If the claim is unliquidated, place an "X" in the column labeled "Unliquidated". If the claim is disputed, place an "X" in the column labeled "Disputed". (You may need to place an "X" in more than one of these three columns.)

Total the columns labeled "Amount of Claim Without Deducting Value of Collateral" and "Unsecured Portion, if Any" in the boxes labeled "Total(s)" on the last sheet of the completed schedule. Report the total from the column labeled "Amount of Claim" also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report the total from the column labeled "Unsecured Portion" on the Statistical Summary of Certain Liabilities and Related Data.

☐ Check this box if debtor has no creditors holding secured claims to report on this Schedule D.

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	H U S B A N D W I F E J O I N T C O M M U N I T Y	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
Account No. 016-0437487-000								
Great America Leasing PO Box 660831 Dallas, TX 75266-0831		-					0.00	0.00
Account No. 016-043787-000; 016-0437487-000			lease					
Great America Leasing PO Box 660831 Dallas, TX 75266-0831		-	Computers/server 300 Rancheros Drive, Suite 120 San Marcos, CA 92069 (Value is estimated)				Unknown	Unknown
Account No. 016-04374787-001			lease					
Great America Leasing PO Box 660831 Dallas, TX 75266-0831		-	Phone System [amount is estimated]				6,512.81	Unknown
Account No. Submarina			Area developer rights purchased from Subbros (amount is estimated)					
Subbros, Inc. 5454 Grossmont Center Drive, Suite A La Mesa, CA 91942		-					250,614.74	0.00
Subtotal (Total of this page)							257,127.55	0.00
Total (Report on Summary of Schedules)							257,127.55	0.00

0 continuation sheets attached

In re Submarina, Inc.Case No. 12-22097Debtor**SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS**

A complete list of claims entitled to priority, listed separately by type of priority, is to be set forth on the sheets provided. Only holders of unsecured claims entitled to priority should be listed in this schedule. In the boxes provided on the attached sheets, state the name, mailing address, including zip code, and last four digits of the account number, if any, of all entities holding priority claims against the debtor or the property of the debtor, as of the date of the filing of the petition. Use a separate continuation sheet for each type of priority and label each with the type of priority.

The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. § 112 and Fed. R. Bankr. P. 1007(m).

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H-Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of claims listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all claims listed on this Schedule E in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules.

Report the total of amounts entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts entitled to priority listed on this Schedule E in the box labeled "Totals" on the last sheet of the completed schedule. Individual debtors with primarily consumer debts report this total also on the Statistical Summary of Certain Liabilities and Related Data.

Report the total of amounts not entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts not entitled to priority listed on this Schedule E in the box labeled "Totals" on the last sheet of the completed schedule. Individual debtors with primarily consumer debts report this total also on the Statistical Summary of Certain Liabilities and Related Data.

☒ Check this box if debtor has no creditors holding unsecured priority claims to report on this Schedule E.

TYPES OF PRIORITY CLAIMS (Check the appropriate box(es) below if claims in that category are listed on the attached sheets)☐ **Domestic support obligations**

Claims for domestic support that are owed to or recoverable by a spouse, former spouse, or child of the debtor, or the parent, legal guardian, or responsible relative of such a child, or a governmental unit to whom such a domestic support claim has been assigned to the extent provided in 11 U.S.C. § 507(a)(1).

☐ **Extensions of credit in an involuntary case**

Claims arising in the ordinary course of the debtor's business or financial affairs after the commencement of the case but before the earlier of the appointment of a trustee or the order for relief. 11 U.S.C. § 507(a)(3).

☐ **Wages, salaries, and commissions**

Wages, salaries, and commissions, including vacation, severance, and sick leave pay owing to employees and commissions owing to qualifying independent sales representatives up to \$11,725* per person earned within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(4).

☐ **Contributions to employee benefit plans**

Money owed to employee benefit plans for services rendered within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(5).

☐ **Certain farmers and fishermen**

Claims of certain farmers and fishermen, up to \$5,775* per farmer or fisherman, against the debtor, as provided in 11 U.S.C. § 507(a)(6).

☐ **Deposits by individuals**

Claims of individuals up to \$2,600* for deposits for the purchase, lease, or rental of property or services for personal, family, or household use, that were not delivered or provided. 11 U.S.C. § 507(a)(7).

☐ **Taxes and certain other debts owed to governmental units**

Taxes, customs duties, and penalties owing to federal, state, and local governmental units as set forth in 11 U.S.C. § 507(a)(8).

☐ **Commitments to maintain the capital of an insured depository institution**

Claims based on commitments to the FDIC, RTC, Director of the Office of Thrift Supervision, Comptroller of the Currency, or Board of Governors of the Federal Reserve System, or their predecessors or successors, to maintain the capital of an insured depository institution. 11 U.S.C. § 507(a)(9).

☐ **Claims for death or personal injury while debtor was intoxicated**

Claims for death or personal injury resulting from the operation of a motor vehicle or vessel while the debtor was intoxicated from using alcohol, a drug, or another substance. 11 U.S.C. § 507(a)(10).

* Amount subject to adjustment on 4/01/13, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

B6F (Official Form 6F) (12/07)

In re **Submarina, Inc.**Case No. **12-22097**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

State the name, mailing address, including zip code, and last four digits of any account number, of all entities holding unsecured claims without priority against the debtor or the property of the debtor, as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. § 112 and Fed. R. Bankr. P. 1007(m). Do not include claims listed in Schedules D and E. If all creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community."

If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of all claims listed on this schedule in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report this total also on the Statistical Summary of Certain Liabilities and Related Data.

☐ Check this box if debtor has no creditors holding unsecured claims to report on this Schedule F.

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R H W J C	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No. Submarina Above and Beyond 16635 Noyes Avenue Irvine, CA 92606	-	April 2010 Vendor			X	2,601.30
Account No. EGQ14 AFLAC Columbus, GA 31999	-	August 2012 employee insurance				160.80
Account No. xxxx-xxxxxx-x1006 American Express PO Box 360001 Fort Lauderdale, FL 33336-0001	-	Credit card purchases			X	51,741.61
Account No. xxxx-xxxx-xxxx-3779 Bank of America PO Box 15731 Wilmington, DE 19885-5710	-	Credit card purchases			X	40,789.12
Subtotal (Total of this page)						95,292.83

8 continuation sheets attached

B6F (Official Form 6F) (12/07) - Cont.

In re **Submarina, Inc.**Case No. **12-22097**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	H U S B A N D, W I F E, J O I N T, O R C O M M U N I T Y	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
Account No. xxxx-xxxx-xxxx-9837 Bank of America PO Box 15731 Wilmington, DE 19885-5710	-		Credit card purchases			X	Unknown
Account No. Submarina Civic View Corporate Centre, LLC c/o Cassidy Turley 55 Westport Plaza, Suite 500 Saint Louis, MO 63146	-		July 2010 office lease (amount includes full term of lease)				91,656.47
Account No. Submarina, Inc. Cordero & Davenport Advertising 800 West Ivy Street, Suite B San Diego, CA 92101	-		August 2012 Vendor				33,267.14
Account No. Submarina Custom Business Solutions 12 Morgan Irvine, CA 92618	-		September 2012 Vendor				2,600.00
Account No. Submarina David Osfeld, Esq. 5323 S. Brasewood Houston, TX 77096	-		July 2012 legal services				33,491.00
Sheet no. <u>1</u> of <u>8</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page) 161,014.61

B6F (Official Form 6F) (12/07) - Cont.

In re **Submarina, Inc.**Case No. **12-22097**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No. 6011-5000-3974-9257 Dell Commercial Credit PO Box 689020 Des Moines, IA 50368-9020	-	JULY 2012 line of credit for old computers				5,102.95
Account No. Submarina Direct Pak 12243 Branford Street Sun Valley, CA 91352	-	May to September 2009 Vendor			X	40,000.00
Account No. Submarina Farmers Insurance Group c/o Payment Processing Center P.O. Box 894731 Los Angeles, CA 90189	-	October 2012 insurance				349.42
Account No. Submarina FranConnect 11800 Sunrise Valley Drive, Suite 150 Reston, VA 20191	-	October 2012 vendor				399.00
Account No. Submarina Gateway San Marcos 11440 West Bernardo Court Suite 240 San Diego, CA 92127	-	12/10/2002 Vendor	X	X	X	350,000.00
Sheet no. 2 of 8 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page) 395,851.37

B6F (Official Form 6F) (12/07) - Cont.

In re **Submarina, Inc.**Case No. **12-22097**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No. Submarina						
Hendrix & Weehage LLP 500 N. State College Blvd, #1100 Orange, CA 92868-1625	-	October 2011 Legal services				5,644.05
Account No. Submarina						
Hendrix Law, P.C. Joseph A. Hendrix 500 N. State College Blvd, #1100 Orange, CA 92868	-	October 2011 Legal services				7,155.57
Account No. Submarina						
Hudson Printing 2780 Loker Avenue Carlsbad, CA 92010	-	October 2012 Vendor				851.97
Account No. Submarina, Inc.						
Hudson Printing 2780 Loker Avenue West Carlsbad, CA 92010	-	October 2012 printing				851.97
Account No. Submarina						
International Franchise Association 1501 K Street Suite 350 Washington, DC 20005	-	April 2012 membership dues				2,450.00
Sheet no. 3 of 8 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						
Subtotal (Total of this page)						16,953.56

B6F (Official Form 6F) (12/07) - Cont.

In re **Submarina, Inc.**Case No. **12-22097**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No. Submarina		May 2012 Vendor				
JTJM Inc. Attn: Jeffrey L. Warfield 4710 Cove Street Hemet, CA 92545	-				X	16,316.55
Account No. Submarina		September 2010 Vendor				
JTW Area Developers Inc. 4710 Cove Street Hemet, CA 92545	-				X	88,700.95
Account No. Submarina		July 2012 Accounting services				
Justine McQuade 11752 Wills Creek Road San Diego, CA 92131	-					1,070.00
Account No. Submarina		January 2012 Management Fee				
Kerensa & Company, Inc. 1805 North Carson Street, Suite 559 Carson City, NV 89701	-					81,000.00
Account No. Submarina		unknown Legal services				
Lounsbery Ferguson Altona & Peak LLP 960 Canterbury Place, Suite 300 Escondido, CA 92025	-					44,647.20
Sheet no. 4 of 8 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						
Subtotal (Total of this page)						231,734.70

B6F (Official Form 6F) (12/07) - Cont.

In re **Submarina, Inc.**Case No. **12-22097**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No. Submarina		October 2012 expense reimbursement				82.64
Lydia Powless 935 Windy Hill Terrace Encinitas, CA 92024	-					
Account No. Submarina		Vendor				3,857.10
MailFinance PO Box 45840 San Francisco, CA 94145-0840	-					
Account No.		Vendor Subject to setoff.				412,351.88
Marie Zeller 9172 Bernardo Lakes Drive San Diego, CA 92127	-				X	
Account No. Submarina		April 2011 Vendor				4,320.00
MFV Expositions 210 East Route 4, Suite 304 Paramus, NJ 07652	-				X	
Account No. Submarina, Inc.		July 2012 Vendor				5,000.00
Michael Marcus, CPA 851 Franklin Lakes Road Suite 30 Franklin Lakes, NJ 07417	-					
Sheet no. 5 of 8 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page)
						425,611.62

B6F (Official Form 6F) (12/07) - Cont.

In re **Submarina, Inc.**Case No. **12-22097**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R R	H U S B A N D, W I F E, J O I N T, O R C O M M U N I T Y	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
Account No. Submarina MTI Marketing 6190 Yarrow Drive Carlsbad, CA 92011			April 2010 Vendor			X	2,946.00
Account No. Submarina Osborn Law 295 Madison Avenue New York, NY 10007			May 2011 Legal Fees				95,000.00
Account No. Submarina R & Us LLC 601 S. Riverside Drive Suite 3 Clarksville, TN 37040			March 2012 Vendor / Area Developer			X	14,000.00
Account No. Submarina Rapid Response Advertising 1617 Berkley Drive Holt, MI 48842			September 2012 vendor				895.00
Account No. Submarina Regus USA P.o. Box 842456 Dallas, TX 75284			October 2012 rent				183.81
Sheet no. <u>6</u> of <u>8</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)
							113,024.81

B6F (Official Form 6F) (12/07) - Cont.

In re **Submarina, Inc.**Case No. **12-22097**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No. Submarina		October 2009 Vendor				33,288.00
San Diego Chargers PO Box 609609 San Diego, CA 92160	-					
Account No. Submarina		August 2012 public relations services				9,000.00
Sanderson & Associates, Ltd. 400 N Racine Avenue, #211 Chicago, IL 60642	-					
Account No. LA1707124		October 2012 office supplies				88.55
Staples Advantage Dept LA P.O. Box 83689 Chicago, IL 60696-3689	-					
Account No. Submarina		February 2011 Legal services				103,116.73
Strasburger Price LLP PO Box 50100 Dallas, TX 75250-9989	-					
Account No. Submarina, Inc.		August 2012 gift cards				335.00
Submarina 0048CA 40970 California Oaks Road Murrieta, CA 92562	-					
Sheet no. <u>7</u> of <u>8</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page)
						145,828.28

B6F (Official Form 6F) (12/07) - Cont.

In re **Submarina, Inc.**Case No. **12-22097**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
Account No. Submarina T-Mobile PO Box 51843 Los Angeles, CA 90051-6143	-	May 2010 Vendor			X	1,043.99
Account No. 36581 Telepacific Communications P.O. Box 526035 Sacramento, CA 95852	-	October 2012 telephone bill				531.15
Account No. 9013 3959326 Toshiba Financial Services P.O. box 31001-0271 Pasadena, CA 91110-0271	-	September 2009 copier				5,679.60
Account No. Submarina Touchpoint Technologies, Inc. 2319 Oak Myrtle Lane, Suite 104 Wesley Chapel, FL 33544	-	JULY 2010 Vendor				1,650.00
Account No. 						
Sheet no. 8 of 8 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page) 8,904.74
Total (Report on Summary of Schedules)						1,594,216.52

In re **Submarina, Inc.**Case No. **12-22097**

Debtor

SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES

Describe all executory contracts of any nature and all unexpired leases of real or personal property. Include any timeshare interests. State nature of debtor's interest in contract, i.e., "Purchaser", "Agent", etc. State whether debtor is the lessor or lessee of a lease. Provide the names and complete mailing addresses of all other parties to each lease or contract described. If a minor child is a party to one of the leases or contracts, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

☐ Check this box if debtor has no executory contracts or unexpired leases.

Name and Mailing Address, Including Zip Code, of Other Parties to Lease or Contract	Description of Contract or Lease and Nature of Debtor's Interest. State whether lease is for nonresidential real property. State contract number of any government contract.
Agreements	78 Franchise Agreements
Alfredo Gutierrez, Jr. Fourt Gutierrez, Inc. 313 East Eula Drive Montebello, CA 90640	Developer Agreement
Amin Mohammed unknown	franchise agreement
Arti/Chirag Patel Chicago, IL 60613	franchise agreement (opening soon)
Bob Kennedy 2963 Jamacha Road, Suite 18-B El Cajon, CA 92019	franchise agreement
Brett Willis 3755 Murphy Canyon Road, Suite G San Diego, CA 92123-4412	franchise agreement
Brian Vickers 11975 Carmel Mountain Road #601 San Diego, CA 92128-4612	franchise agreement
Bridget Collins 1320 E. Valley Parkway, Suite K Escondido, CA 92027-2317	franchise agreement
Carl Delgado 320 Sycamore Avenue, Suite 40 Vista, CA 92083	franchise agreement
Cassidy Turley As Managing Agent for Civic View Corporate Center 721 Emerson Road, Suite 505 Saint Louis, MO 63141	Lease for the California Regional Office located at: 300 Rancheros Drive, Suite 120 San Marcos, CA 92069
Civic View Corporate Centre, LLC c/o Cassidy Turley 55 Wesport Plaza, Suite 500 Saint Louis, MO 63146	lease for space located at 300 Rancheros Drive, San Marcos, CA
David Darakhshan 2015 W. Danforth Road Edmond, OK 73003	franchise agreement

In re **Submarina, Inc.**Case No. **12-22097**

Debtor

SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES

(Continuation Sheet)

Name and Mailing Address, Including Zip Code, of Other Parties to Lease or Contract	Description of Contract or Lease and Nature of Debtor's Interest. State whether lease is for nonresidential real property. State contract number of any government contract.
Dell Commercial Credit PO Box 689020 Des Moines, IA 50368-9020	Leased computer equipment
Denis Yoon 4150 Regents Park Row Suite 175 La Jolla, CA 92037	franchise agreement
Eddie Alcantar M & E Global, Inc. 330 S. Miraleste Drive, #219 San Pedro, CA 90732	Developer Agreement
Edward Chuh 3225 North Harbor Drive San Diego, CA 92101	franchise agreement
Eric Dannenberg 26045 Newport Road, Suite C Menifee, CA 92584	franchise agreement
Great America Leasing PO Box 660831 Dallas, TX 75266-0831	Telephone system Date contract expires: 02/2013
Guillermo Munoz 28051 Greenfield Drive Suite G Laguna Niguel, CA 92677	franchise agreement
Gunawan Harianto 28257 Newhall Ranch Road, Unit 2k Valencia, CA 91355	franchise agreement
Jeff Warfield 33040 Antelope Road Murrieta, CA 92584	franchise agreement
Jeff Warfield 830 West Avenue "L" Unit 131 Lancaster, CA 93534	franchise agreement
Jim Doubrava 17090 Bernardo Center Drive Suite 125 San Diego, CA 92128-2500	franchise agreement
Joe Mason 40970 California Oaks Road Murrieta, CA 92562	franchise agreement
John Borlas/Richard Hart 1069 Army Drive Barrigada, GU 96913	franchise agreement

Sheet 1 of 4 continuation sheets attached to the Schedule of Executory Contracts and Unexpired Leases

In re **Submarina, Inc.**Case No. **12-22097**

Debtor

SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES

(Continuation Sheet)

Name and Mailing Address, Including Zip Code, of Other Parties to Lease or Contract	Description of Contract or Lease and Nature of Debtor's Interest. State whether lease is for nonresidential real property. State contract number of any government contract.
John Borlas/Richard Hart #138 W. Seaton Blvd Hagatna, GU 96910	franchise agreement
John Borlas/Richard Hart 1088 W. Marine Corps Drive Dededo, GU 96929	franchise agreement
John M. Borlas IT&E Overseas, Inc. PO Box 24885 Barrigada, GU 96921	Developer Agreement
Joon Lim 1071 6th Avenue San Diego, CA 92101	franchise agreement
Josh Murch 300 Carlsbad Village Drive Suite 201A Carlsbad, CA 92008	franchise agreement
Josh Murch 3231 Business Park Drive Suite 4 Vista, CA 92081	franchise agreement
Julie Wills 32065 Highway 79 South Temecula, CA 92592	franchise agreement
Larry Dockstader 3220 W. Florida Avenue Hemet, CA 92545	franchise agreement
Larry Dockstader 3540 Riverside Plaza Drive Suite 316 Riverside, CA 92506	franchise agreement
Lori Tibbett & Bob Myers 2710 Alpine Blvd. Suite K Alpine, CA 91901	franchise agreement
Marco Garcia 3707 North Harbor Drive San Diego, CA 92101	franchise agreement
Matt and Brian Kennedy 2183 Vista Way, Suite B-7 Oceanside, CA 92054	franchise agreement

In re **Submarina, Inc.**Case No. **12-22097**

Debtor

SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES

(Continuation Sheet)

Name and Mailing Address, Including Zip Code, of Other Parties to Lease or Contract	Description of Contract or Lease and Nature of Debtor's Interest. State whether lease is for nonresidential real property. State contract number of any government contract.
Matt Kennedy Kennedy - SD Subbros, Inc. 5454 Grossmont Center Drive Suite A La Mesa, CA 91942	franchise agreement
Matt Kennedy 9713 Mision Gorge Road Santee, CA 92071-3809	franchise agreement
MD Islam 62 W. 56th Street New York, NY 10019	franchise agreement
Nick Ljubic 631 S. Melrose Drive Suite 110 Vista, CA 92081	franchise agreement
Paul Simmons 39040 Sky Canyon Drive, Suite 101 Murrieta, CA 92563	franchise agreement
Raghav Sood 24840 Sunnymead Boulevard Moreno Valley, CA 92553	franchise agreement
Randy Ellspermann/Tammy Reed 438 E. Edgewood Blvd B115 Lansing, MI 48911-7767	franchise agreement
Ray Hedgecock Hedgecock Franchising, LLC 4350 Valnorth Drive Valdosta, GA 31602	Developer Agreement
Ray Hedgecock, Jr. 104 E. Northside Drive Valdosta, GA 31602	franchise agreement
Rebecca Nelson 5373 Katelia Avenue, Suite C Los Alamitos, CA 90720	franchise agreement
Rex List 3809 Plaza Drive, Suite 111 Oceanside, CA 92056-4625	franchise agreement
Robert Hanna Hanna - R&US, LLC 3422 Clearwater Drive Clarksville, TN 37042	Developer Agreement (disputed)

In re **Submarina, Inc.**Case No. **12-22097**

Debtor

SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES

(Continuation Sheet)

Name and Mailing Address, Including Zip Code, of Other Parties to Lease or Contract	Description of Contract or Lease and Nature of Debtor's Interest. State whether lease is for nonresidential real property. State contract number of any government contract.
Robert Hanna 601 S. Riverside Drive Suite 3 Clarksville, TN 37040	franchise agreement
Robert Pina 4102 Moriah Court Spring, TX 77386	Developer Agreement
Robert Pina 11623 Spring Cypress Road, Unit C Tomball, TX 77377	franchise agreement (opening soon)
Robert Pina 6245 State Highway 6, Suite 300 Missouri City, TX 77459	franchise agreement (opening soon)
Scott Freedland 175 E. Ontario Avenue, Suite 102 Corona, CA 92879	franchise agreement
Shawn Moaveni 8250 Mira Mesa Boulevard, Suite A San Diego, CA 92126-2624	franchise agreement
Sheila & Ash Khanijow 5812 Van Allen Way Suite 120 Carlsbad, CA 92008	franchise agreement
Silewa Georges 2777 Health Center Drive San Diego, CA 92123	franchise agreement
Timothy Grigsby Atlanta, GA	franchise agreement (opening soon)
Travis Watts 12233 Poway Road Poway, CA 92064	franchise agreement

B6H (Official Form 6H) (12/07)

In re **Submarina, Inc.**Case No. **12-22097**

Debtor

SCHEDULE H - CODEBTORS

Provide the information requested concerning any person or entity, other than a spouse in a joint case, that is also liable on any debts listed by debtor in the schedules of creditors. Include all guarantors and co-signers. If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within the eight year period immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state, commonwealth, or territory. Include all names used by the nondebtor spouse during the eight years immediately preceding the commencement of this case. If a minor child is a codebtor or a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

☐ Check this box if debtor has no codebtors.

NAME AND ADDRESS OF CODEBTOR

NAME AND ADDRESS OF CREDITOR

0

continuation sheets attached to Schedule of Codebtors

B6 Declaration (Official Form 6 - Declaration). (12/07)

**United States Bankruptcy Court
District of Nevada**

In re **Submarina, Inc.**

Debtor(s)

Case No. **12-22097**

Chapter **11**

DECLARATION CONCERNING DEBTOR'S SCHEDULES

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the President and CEO of the corporation named as debtor in this case, declare under penalty of perjury that I have read the foregoing summary and schedules, consisting of **24** sheets, and that they are true and correct to the best of my knowledge, information, and belief.

Date **November 8, 2012**

Signature **/s/ Bruce N. Rosenthal**

**Bruce N. Rosenthal
President and CEO**

Penalty for making a false statement or concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both.
18 U.S.C. §§ 152 and 3571.

**United States Bankruptcy Court
District of Nevada**

In re **Submarina, Inc.**

Debtor(s)

Case No. **12-22097**Chapter **11**

STATEMENT OF FINANCIAL AFFAIRS

This statement is to be completed by every debtor. Spouses filing a joint petition may file a single statement on which the information for both spouses is combined. If the case is filed under chapter 12 or chapter 13, a married debtor must furnish information for both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed. An individual debtor engaged in business as a sole proprietor, partner, family farmer, or self-employed professional, should provide the information requested on this statement concerning all such activities as well as the individual's personal affairs. To indicate payments, transfers and the like to minor children, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. § 112; Fed. R. Bankr. P. 1007(m).

Questions 1 - 18 are to be completed by all debtors. Debtors that are or have been in business, as defined below, also must complete Questions 19 - 25. **If the answer to an applicable question is "None," mark the box labeled "None."** If additional space is needed for the answer to any question, use and attach a separate sheet properly identified with the case name, case number (if known), and the number of the question.

DEFINITIONS

"In business." A debtor is "in business" for the purpose of this form if the debtor is a corporation or partnership. An individual debtor is "in business" for the purpose of this form if the debtor is or has been, within six years immediately preceding the filing of this bankruptcy case, any of the following: an officer, director, managing executive, or owner of 5 percent or more of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership; a sole proprietor or self-employed full-time or part-time. An individual debtor also may be "in business" for the purpose of this form if the debtor engages in a trade, business, or other activity, other than as an employee, to supplement income from the debtor's primary employment.

"Insider." The term "insider" includes but is not limited to: relatives of the debtor; general partners of the debtor and their relatives; corporations of which the debtor is an officer, director, or person in control; officers, directors, and any owner of 5 percent or more of the voting or equity securities of a corporate debtor and their relatives; affiliates of the debtor and insiders of such affiliates; any managing agent of the debtor. 11 U.S.C. § 101.

1. Income from employment or operation of business

None

☐

State the gross amount of income the debtor has received from employment, trade, or profession, or from operation of the debtor's business, including part-time activities either as an employee or in independent trade or business, from the beginning of this calendar year to the date this case was commenced. State also the gross amounts received during the **two years** immediately preceding this calendar year. (A debtor that maintains, or has maintained, financial records on the basis of a fiscal rather than a calendar year may report fiscal year income. Identify the beginning and ending dates of the debtor's fiscal year.) If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income of both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

AMOUNT
\$1,206,962.70
\$1,470,971.43
\$1,303,851.25

SOURCE
2012 YTD: Debtor Business Income
2011: Debtor Business Income
2010: Debtor Business Income

2. Income other than from employment or operation of business

None

☒

State the amount of income received by the debtor other than from employment, trade, profession, or operation of the debtor's business during the **two years** immediately preceding the commencement of this case. Give particulars. If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income for each spouse whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

AMOUNT

SOURCE

3. Payments to creditors

None

Complete a. or b., as appropriate, and c.

a. *Individual or joint debtor(s) with primarily consumer debts.* List all payments on loans, installment purchases of goods or services, and other debts to any creditor made within **90 days** immediately preceding the commencement of this case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$600. Indicate with an (*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and credit counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS	AMOUNT PAID	AMOUNT STILL OWING
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None

b. *Debtor whose debts are not primarily consumer debts:* List each payment or other transfer to any creditor made within **90 days** immediately preceding the commencement of the case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$5,850*. If the debtor is an individual, indicate with an asterisk (*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and credit counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments and other transfers by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS/ TRANSFERS	AMOUNT PAID OR VALUE OF TRANSFERS	AMOUNT STILL OWING
Bruce N. Rosenthal 400 4th Avenue South Street Saint Petersburg, FL 33701	7/25/12-10/25/12	\$4,657.90	\$4,651.59
Cassidy Turley as Managing Agent for Civic View Corporate Center 721 Emerson Road, Suite 505 Saint Louis, MO 63141	7/25/12-10/25/12	\$12,219.52	\$5,241.27
Cordero & Davenport Advertising 800 West Ivy Street, Suite B San Diego, CA 92101	7-25 to 10-25-2012	\$32,420.61	\$33,267.14
Hedgecock Franchising LLC 4350 Valnorth Drive Valdosta, GA 31602	7/25/12-10/25/12	\$6,541.93	\$0.00
Hudson Printing 2780 Loker Avenue Carlsbad, CA 92010	7/25/12-10/25/12	\$3,667.08	\$851.97
Justine McQuade 11752 Wills Creek Road San Diego, CA 92131	7/25/12-10/25/12	\$10,000.00	\$1,070.00
Kerensa & Company, Inc. 1805 North Carson Street, Suite 559 Carson City, NV 89701	7/25/12-10/25/12	\$13,000.00	\$81,000.00
Paychex Business Solutions 970 Lake Carillon Drive, Suite 400 Saint Petersburg, FL 33716	7/25/12-10/25/12	\$92,626.64	\$0.00
Sanderson & Associates, Ltd. 400 N Racine Avenue, # 211 Chicago, IL 60642	7/25/12-10/25/12	\$6,000.00	\$9,000.00
Fort Campbell Fisher House 652 Joel Drive Fort Campbell, KY 42223	9/13/2012	\$5,000.00	\$0.00

* Amount subject to adjustment on 4/01/13, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS/ TRANSFERS	AMOUNT PAID OR VALUE OF TRANSFERS	AMOUNT STILL OWING
Lounsbury Ferguson Altona & Peak LLP 960 Canterbury Place, Suite 300 Escondido, CA 92025	10/9/2012	\$20,000.00	\$44,647.20
Custom Business Solutions 12 Morgan Irvine, CA 92618	9/5/2012, 10/18/2012	\$8,420.00	\$0.00

- None ☒ c. *All debtors:* List all payments made within **one year** immediately preceding the commencement of this case to or for the benefit of creditors who are or were insiders. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR AND RELATIONSHIP TO DEBTOR	DATE OF PAYMENT	AMOUNT PAID	AMOUNT STILL OWING
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4. Suits and administrative proceedings, executions, garnishments and attachments

- None ☐ a. List all suits and administrative proceedings to which the debtor is or was a party within **one year** immediately preceding the filing of this bankruptcy case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

CAPTION OF SUIT AND CASE NUMBER	NATURE OF PROCEEDING	COURT OR AGENCY AND LOCATION	STATUS OR DISPOSITION
Marie Zeller vs. Submarina, Inc. et al. Case No. 37-2010-00059134-CU-BC-NC	Breach of contract	In the Superior Court of the State of California, County of San Diego, North County Division	Pending

- None ☒ b. Describe all property that has been attached, garnished or seized under any legal or equitable process within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF PERSON FOR WHOSE BENEFIT PROPERTY WAS SEIZED	DATE OF SEIZURE	DESCRIPTION AND VALUE OF PROPERTY
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5. Repossessions, foreclosures and returns

- None ☒ List all property that has been repossessed by a creditor, sold at a foreclosure sale, transferred through a deed in lieu of foreclosure or returned to the seller, within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR OR SELLER	DATE OF REPOSSESSION, FORECLOSURE SALE, TRANSFER OR RETURN	DESCRIPTION AND VALUE OF PROPERTY
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6. Assignments and receiverships

- None ☒ a. Describe any assignment of property for the benefit of creditors made within **120 days** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include any assignment by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF ASSIGNEE	DATE OF ASSIGNMENT	TERMS OF ASSIGNMENT OR SETTLEMENT
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- None ☒ b. List all property which has been in the hands of a custodian, receiver, or court-appointed official within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CUSTODIAN	NAME AND LOCATION OF COURT CASE TITLE & NUMBER	DATE OF ORDER	DESCRIPTION AND VALUE OF PROPERTY
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7. Gifts

- None ☒ List all gifts or charitable contributions made within **one year** immediately preceding the commencement of this case except ordinary and usual gifts to family members aggregating less than \$200 in value per individual family member and charitable contributions aggregating less than \$100 per recipient. (Married debtors filing under chapter 12 or chapter 13 must include gifts or contributions by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF PERSON OR ORGANIZATION	RELATIONSHIP TO DEBTOR, IF ANY	DATE OF GIFT	DESCRIPTION AND VALUE OF GIFT
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8. Losses

- None ☒ List all losses from fire, theft, other casualty or gambling within **one year** immediately preceding the commencement of this case **or since the commencement of this case**. (Married debtors filing under chapter 12 or chapter 13 must include losses by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

DESCRIPTION AND VALUE OF PROPERTY	DESCRIPTION OF CIRCUMSTANCES AND, IF LOSS WAS COVERED IN WHOLE OR IN PART BY INSURANCE, GIVE PARTICULARS	DATE OF LOSS
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9. Payments related to debt counseling or bankruptcy

- None ☐ List all payments made or property transferred by or on behalf of the debtor to any persons, including attorneys, for consultation concerning debt consolidation, relief under the bankruptcy law or preparation of the petition in bankruptcy within **one year** immediately preceding the commencement of this case.

NAME AND ADDRESS OF PAYEE	DATE OF PAYMENT, NAME OF PAYOR IF OTHER THAN DEBTOR	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
Matthew L. Johnson & Associates, P.C. Lakes Business Park 8831 West Sahara Avenue Las Vegas, NV 89117-5865	06/2012	20,000 (including filing fee)

10. Other transfers

- None ☒ a. List all other property, other than property transferred in the ordinary course of the business or financial affairs of the debtor, transferred either absolutely or as security within **two years** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include transfers by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF TRANSFEREE, RELATIONSHIP TO DEBTOR	DATE	DESCRIBE PROPERTY TRANSFERRED AND VALUE RECEIVED
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- None ☒ b. List all property transferred by the debtor within **ten years** immediately preceding the commencement of this case to a self-settled trust or similar device of which the debtor is a beneficiary.

NAME OF TRUST OR OTHER DEVICE	DATE(S) OF TRANSFER(S)	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY OR DEBTOR'S INTEREST IN PROPERTY
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11. Closed financial accounts

- None ☐ List all financial accounts and instruments held in the name of the debtor or for the benefit of the debtor which were closed, sold, or otherwise transferred within **one year** immediately preceding the commencement of this case. Include checking, savings, or other financial accounts, certificates of deposit, or other instruments; shares and share accounts held in banks, credit unions, pension funds, cooperatives, associations, brokerage houses and other financial institutions. (Married debtors filing under chapter 12 or chapter 13 must include information concerning accounts or instruments held by or for either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF INSTITUTION	TYPE OF ACCOUNT, LAST FOUR DIGITS OF ACCOUNT NUMBER, AND AMOUNT OF FINAL BALANCE	AMOUNT AND DATE OF SALE OR CLOSING
Wachovia Saint Petersburg, FL 33701	Checking account numbers ending in 0072 and 0616	Closed 03/2012 Balance: \$0.00

12. Safe deposit boxes

- None ☒ List each safe deposit or other box or depository in which the debtor has or had securities, cash, or other valuables within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include boxes or depositories of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF BANK OR OTHER DEPOSITORY	NAMES AND ADDRESSES OF THOSE WITH ACCESS TO BOX OR DEPOSITORY	DESCRIPTION OF CONTENTS	DATE OF TRANSFER OR SURRENDER, IF ANY
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13. Setoffs

- None ☒ List all setoffs made by any creditor, including a bank, against a debt or deposit of the debtor within **90 days** preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATE OF SETOFF	AMOUNT OF SETOFF
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14. Property held for another person

- None ☒ List all property owned by another person that the debtor holds or controls.

NAME AND ADDRESS OF OWNER	DESCRIPTION AND VALUE OF PROPERTY	LOCATION OF PROPERTY
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15. Prior address of debtor

- None ☐ If the debtor has moved within **three years** immediately preceding the commencement of this case, list all premises which the debtor occupied during that period and vacated prior to the commencement of this case. If a joint petition is filed, report also any separate address of either spouse.

ADDRESS	NAME USED	DATES OF OCCUPANCY
100 E. San Marcos Blvd, Suite 340 San Marcos, CA 92069	Submarina, Inc.	09/01/2009 - 07/30/2010

16. Spouses and Former Spouses

- None ☒ If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within **eight years** immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state.

NAME

17. Environmental Information.

For the purpose of this question, the following definitions apply:

"Environmental Law" means any federal, state, or local statute or regulation regulating pollution, contamination, releases of hazardous or toxic substances, wastes or material into the air, land, soil, surface water, groundwater, or other medium, including, but not limited to, statutes or regulations regulating the cleanup of these substances, wastes, or material.

"Site" means any location, facility, or property as defined under any Environmental Law, whether or not presently or formerly owned or operated by the debtor, including, but not limited to, disposal sites.

"Hazardous Material" means anything defined as a hazardous waste, hazardous substance, toxic substance, hazardous material, pollutant, or contaminant or similar term under an Environmental Law

- None ☐ a. List the name and address of every site for which the debtor has received notice in writing by a governmental unit that it may be liable or potentially liable under or in violation of an Environmental Law. Indicate the governmental unit, the date of the notice, and, if known, the Environmental Law:

SITE NAME AND ADDRESS	NAME AND ADDRESS OF GOVERNMENTAL UNIT	DATE OF NOTICE	ENVIRONMENTAL LAW
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- None ☐ b. List the name and address of every site for which the debtor provided notice to a governmental unit of a release of Hazardous Material. Indicate the governmental unit to which the notice was sent and the date of the notice.

SITE NAME AND ADDRESS	NAME AND ADDRESS OF GOVERNMENTAL UNIT	DATE OF NOTICE	ENVIRONMENTAL LAW
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- None ☐ c. List all judicial or administrative proceedings, including settlements or orders, under any Environmental Law with respect to which the debtor is or was a party. Indicate the name and address of the governmental unit that is or was a party to the proceeding, and the docket number.

NAME AND ADDRESS OF GOVERNMENTAL UNIT	DOCKET NUMBER	STATUS OR DISPOSITION
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18 . Nature, location and name of business

- None ☐ a. *If the debtor is an individual*, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was an officer, director, partner, or managing executive of a corporation, partner in a partnership, sole proprietor, or was self-employed in a trade, profession, or other activity either full- or part-time within **six years** immediately preceding the commencement of this case, or in which the debtor owned 5 percent or more of the voting or equity securities within **six years** immediately preceding the commencement of this case.

If the debtor is a partnership, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities, within **six years** immediately preceding the commencement of this case.

If the debtor is a corporation, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities within **six years** immediately preceding the commencement of this case.

NAME	LAST FOUR DIGITS OF SOCIAL-SECURITY OR OTHER INDIVIDUAL TAXPAYER-I.D. NO. (ITIN)/ COMPLETE EIN	ADDRESS	NATURE OF BUSINESS	BEGINNING AND ENDING DATES
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- None ☐ b. Identify any business listed in response to subdivision a., above, that is "single asset real estate" as defined in 11 U.S.C. § 101.

NAME	ADDRESS
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The following questions are to be completed by every debtor that is a corporation or partnership and by any individual debtor who is or has been, within **six years** immediately preceding the commencement of this case, any of the following: an officer, director, managing executive, or owner of more than 5 percent of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership, a sole proprietor, or self-employed in a trade, profession, or other activity, either full- or part-time.

(An individual or joint debtor should complete this portion of the statement **only** if the debtor is or has been in business, as defined above, within six years immediately preceding the commencement of this case. A debtor who has not been in business within those six years should go directly to the signature page.)

19. Books, records and financial statements

- None ☐ a. List all bookkeepers and accountants who within **two years** immediately preceding the filing of this bankruptcy case kept or supervised the keeping of books of account and records of the debtor.

NAME AND ADDRESS

Beatriz Zimmer
12813 Baywind Point
San Diego, CA 92130

DATES SERVICES RENDERED

2/2010-2/2011

Justino McQuade
11752 Willis Creek Road
San Diego, CA 92131

1/2012 to present

- None ☐ b. List all firms or individuals who within the **two years** immediately preceding the filing of this bankruptcy case have audited the books of account and records, or prepared a financial statement of the debtor.

NAME

JH Cohn, LLP

ADDRESS

4180 Ruffin Road, Suite 235
San Diego, CA 92123

DATES SERVICES RENDERED

2010

- None ☒ c. List all firms or individuals who at the time of the commencement of this case were in possession of the books of account and records of the debtor. If any of the books of account and records are not available, explain.

NAME

ADDRESS

- None ☒ d. List all financial institutions, creditors and other parties, including mercantile and trade agencies, to whom a financial statement was issued by the debtor within **two years** immediately preceding the commencement of this case.

NAME AND ADDRESS

DATE ISSUED

20. Inventories

- None ☒ a. List the dates of the last two inventories taken of your property, the name of the person who supervised the taking of each inventory, and the dollar amount and basis of each inventory.

DATE OF INVENTORY

INVENTORY SUPERVISOR

DOLLAR AMOUNT OF INVENTORY (Specify cost, market or other basis)

- None ☒ b. List the name and address of the person having possession of the records of each of the two inventories reported in a., above.

DATE OF INVENTORY

NAME AND ADDRESSES OF CUSTODIAN OF INVENTORY RECORDS

21 . Current Partners, Officers, Directors and Shareholders

- None ☒ a. If the debtor is a partnership, list the nature and percentage of partnership interest of each member of the partnership.

NAME AND ADDRESS

NATURE OF INTEREST

PERCENTAGE OF INTEREST

- None ☐ b. If the debtor is a corporation, list all officers and directors of the corporation, and each stockholder who directly or indirectly owns, controls, or holds 5 percent or more of the voting or equity securities of the corporation.

NAME AND ADDRESS	TITLE	NATURE AND PERCENTAGE OF STOCK OWNERSHIP
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22 . Former partners, officers, directors and shareholders

- None ☐ a. If the debtor is a partnership, list each member who withdrew from the partnership within **one year** immediately preceding the commencement of this case.

NAME	ADDRESS	DATE OF WITHDRAWAL
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- None ☐ b. If the debtor is a corporation, list all officers, or directors whose relationship with the corporation terminated within **one year** immediately preceding the commencement of this case.

NAME AND ADDRESS	TITLE	DATE OF TERMINATION
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23 . Withdrawals from a partnership or distributions by a corporation

- None ☐ If the debtor is a partnership or corporation, list all withdrawals or distributions credited or given to an insider, including compensation in any form, bonuses, loans, stock redemptions, options exercised and any other perquisite during **one year** immediately preceding the commencement of this case.

NAME & ADDRESS OF RECIPIENT, RELATIONSHIP TO DEBTOR	DATE AND PURPOSE OF WITHDRAWAL	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
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24. Tax Consolidation Group.

- None ☐ If the debtor is a corporation, list the name and federal taxpayer identification number of the parent corporation of any consolidated group for tax purposes of which the debtor has been a member at any time within **six years** immediately preceding the commencement of the case.

NAME OF PARENT CORPORATION	TAXPAYER IDENTIFICATION NUMBER (EIN)
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25. Pension Funds.

- None ☐ If the debtor is not an individual, list the name and federal taxpayer-identification number of any pension fund to which the debtor, as an employer, has been responsible for contributing at any time within **six years** immediately preceding the commencement of the case.

NAME OF PENSION FUND	TAXPAYER IDENTIFICATION NUMBER (EIN)
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DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I declare under penalty of perjury that I have read the answers contained in the foregoing statement of financial affairs and any attachments thereto and that they are true and correct to the best of my knowledge, information and belief.

Date November 8, 2012

Signature /s/ Bruce N. Rosenthal
Bruce N. Rosenthal
President and CEO

[An individual signing on behalf of a partnership or corporation must indicate position or relationship to debtor.]

Penalty for making a false statement: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571

**United States Bankruptcy Court
District of Nevada**

In re **Submarina, Inc.**

Debtor(s)

Case No. **12-22097**Chapter **11**

DISCLOSURE OF COMPENSATION OF ATTORNEY FOR DEBTOR(S)

1. Pursuant to 11 U.S.C. § 329(a) and Bankruptcy Rule 2016(b), I certify that I am the attorney for the above-named debtor and that compensation paid to me within one year before the filing of the petition in bankruptcy, or agreed to be paid to me, for services rendered or to be rendered on behalf of the debtor(s) in contemplation of or in connection with the bankruptcy case is as follows:

For legal services, I have agreed to accept	\$	<u>35,000.00</u>
Prior to the filing of this statement I have received	\$	<u>20,000.00</u>
Balance Due	\$	<u>15,000.00</u>

2. The source of the compensation paid to me was:

☒ Debtor ☐ Other (specify):

3. The source of compensation to be paid to me is:

☒ Debtor ☐ Other (specify):

4. ☒ I have not agreed to share the above-disclosed compensation with any other person unless they are members and associates of my law firm.

☐ I have agreed to share the above-disclosed compensation with a person or persons who are not members or associates of my law firm. A copy of the agreement, together with a list of the names of the people sharing in the compensation is attached.

5. In return for the above-disclosed fee, I have agreed to render legal service for all aspects of the bankruptcy case, including:

- a. Analysis of the debtor's financial situation, and rendering advice to the debtor in determining whether to file a petition in bankruptcy;
- b. Preparation and filing of any petition, schedules, statement of affairs and plan which may be required;
- c. Representation of the debtor at the meeting of creditors and confirmation hearing, and any adjourned hearings thereof;
- d. [Other provisions as needed]

All representation of the Debtor as set forth in the Employment Application filed in connection with this case.

6. By agreement with the debtor(s), the above-disclosed fee does not include the following service:

CERTIFICATION

I certify that the foregoing is a complete statement of any agreement or arrangement for payment to me for representation of the debtor(s) in this bankruptcy proceeding.

Dated: **November 8, 2012****/s/ Matthew L. Johnson**

**Matthew L. Johnson 6004
Matthew L. Johnson & Associates, PC
Lakes Business Park
8831 W. Sahara Avenue
Las Vegas, NV 89117
(702) 471-0065 Fax: (702) 471-0075
mjohnson@mjohnsonlaw.com**

**United States Bankruptcy Court
District of Nevada**

In re **Submarina, Inc.**,
Debtor

Case No. **12-22097**

Chapter **11**

LIST OF EQUITY SECURITY HOLDERS

Following is the list of the Debtor's equity security holders which is prepared in accordance with Rule 1007(a)(3) for filing in this chapter 11 case.

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
Bruce N. Rosenthal 4801 Woodway Drive, Suite 300E Houston, TX 77056	common	19,064	voting
Kerensa Investment Fund I, LLC 4801 Woodway Drive, Suite 300E Houston, TX 77056	common	2,198,958	voting
Marie Zeller 9172 Bernardo Lakes Drive San Diego, CA 92127	common	169,926	voting
Robert Pina 4102 Moriah Court Spring, TX 77386	common	532,500	voting

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the President and CEO of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing List of Equity Security Holders and that it is true and correct to the best of my information and belief.

Date **November 8, 2012**

Signature **/s/ Bruce N. Rosenthal**
Bruce N. Rosenthal
President and CEO

Penalty for making a false statement or concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both.
18 U.S.C §§ 152 and 3571.

**United States Bankruptcy Court
District of Nevada**

In re **Submarina, Inc.**

Debtor(s)

Case No. **12-22097**

Chapter **11**

VERIFICATION OF CREDITOR MATRIX

I, the President and CEO of the corporation named as the debtor in this case, hereby verify that the attached list of creditors is true and correct to the best of my knowledge.

Date: **November 8, 2012**

/s/ Bruce N. Rosenthal

Bruce N. Rosenthal/President and CEO

Signer/Title

Submarina, Inc.
4801 Woodway Drive, Suite 300E
Houston, TX 77056

Matthew L. Johnson
Matthew L. Johnson & Associates, PC
Lakes Business Park
8831 W. Sahara Avenue
Las Vegas, NV 89117

Above and Beyond
Acct No Submarina
16635 Noyes Avenue
Irvine, CA 92606

AFLAC
Acct No EGQ14
Columbus, GA 31999

Agreements

Alfredo Gutierrez, Jr.
Fourt Gutierrez, Inc.
313 East Eula Drive
Montebello, CA 90640

American Express
Acct No xxxx-xxxxxx-x1006
PO Box 360001
Fort Lauderdale, FL 33336-0001

Amin Mohammed
unknown

Arti/Chirag Patel
Chicago, IL 60613

Bank of America
Acct No xxxx-xxxx-xxxx-3779
PO Box 15731
Wilmington, DE 19885-5710

Bank of America
Acct No xxxx-xxxx-xxxx-9837
PO Box 15731
Wilmington, DE 19885-5710

Bob Kennedy
2963 Jamacha Road, Suite 18-B
El Cajon, CA 92019

Brett Willis
3755 Murphy Canyon Road, Suite G
San Diego, CA 92123-4412

Brian Vickers
11975 Carmel Mountain Road #601
San Diego, CA 92128-4612

Bridget Collins
1320 E. Valley Parkway, Suite K
Escondido, CA 92027-2317

Carl Delgado
320 Sycamore Avenue, Suite 40
Vista, CA 92083

Cassidy Turley
As Managing Agent for
Civic View Corporate Center
721 Emerson Road, Suite 505
Saint Louis, MO 63141

Charles L. Lowder
450 Vaughn Court
Aurora, IL 60502

Civic View Corporate Centre, LLC
Acct No Submarina
c/o Cassidy Turley
55 Wesport Plaza, Suite 500
Saint Louis, MO 63146

Civic View Corporate Centre, LLC
c/o Cassidy Turley
55 Wesport Plaza, Suite 500
Saint Louis, MO 63146

Cordero & Davenport Advertising
Acct No Submarina, Inc.
800 West Ivy Street, Suite B
San Diego, CA 92101

Custom Business Solutions
Acct No Submarina
12 Morgan
Irvine, CA 92618

David Darakhshan
2015 W. Danforth Road
Edmond, OK 73003

David Osfeld, Esq.
Acct No Submarina
5323 S. Brasewood
Houston, TX 77096

Dell Commercial Credit
Acct No 6011-5000-3974-9257
PO Box 689020
Des Moines, IA 50368-9020

Dell Commercial Credit
PO Box 689020
Des Moines, IA 50368-9020

Denis Yoon
4150 Regents Park Row Suite 175
La Jolla, CA 92037

Direct Pak
Acct No Submarina
12243 Branford Street
Sun Valley, CA 91352

DMV & Public Safety - State of Nevada
Bankruptcy Section
555 Wright Way
Carson City, NV 89711

Eddie Alcantar
M & E Global, Inc.
330 S. Miraleste Drive, #219
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PO Box 660831
Dallas, TX 75266-0831

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Stop 5028
110 City Parkway
Las Vegas, NV 89106

Internal Revenue Service
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Philadelphia, PA 19114-0326

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State of Nevada
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Motor Carrier Bureau
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Carson City, NV 89711-0600

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Las Vegas, NV 89116-1147

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Pasadena, CA 91110-0271

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Travis Watts
12233 Poway Road
Poway, CA 92064

**United States Bankruptcy Court
District of Nevada**

In re **Submarina, Inc.**

Debtor(s)

Case No. **12-22097**Chapter **11**

CORPORATE OWNERSHIP STATEMENT (RULE 7007.1)

Pursuant to Federal Rule of Bankruptcy Procedure 7007.1 and to enable the Judges to evaluate possible disqualification or recusal, the undersigned counsel for **Submarina, Inc.** in the above captioned action, certifies that the following is a (are) corporation(s), other than the debtor or a governmental unit, that directly or indirectly own(s) 10% or more of any class of the corporation's(s') equity interests, or states that there are no entities to report under FRBP 7007.1:

■ None [*Check if applicable*]

November 8, 2012

Date

/s/ Matthew L. Johnson**Matthew L. Johnson 6004**

Signature of Attorney or Litigant

Counsel for **Submarina, Inc.****Matthew L. Johnson & Associates, PC****Lakes Business Park****8831 W. Sahara Avenue****Las Vegas, NV 89117****(702) 471-0065 Fax:(702) 471-0075****mjohnson@mjohnsonlaw.com**

**United States Bankruptcy Court
District of Nevada**

In re **Submarina, Inc.**

Debtor(s)

Case No.

Chapter

11

STATEMENT REGARDING AUTHORITY TO SIGN AND FILE PETITION

I, **Bruce N. Rosenthal**, declare under penalty of perjury that I am the **President and CEO** of **Submarina, Inc.**, and that the following is a true and correct copy of the resolutions adopted by the Board of Directors of said corporation at a special meeting duly called and held on the **25** day of October , 2012 .

"Whereas, it is in the best interest of this corporation to file a voluntary petition in the United States Bankruptcy Court pursuant to Chapter 11 of Title 11 of the United States Code;

Be It Therefore Resolved, that **Bruce N. Rosenthal, President and CEO** of this Corporation, is authorized and directed to execute and deliver all documents necessary to perfect the filing of a chapter 11 voluntary bankruptcy case on behalf of the corporation; and

Be It Further Resolved, that **Bruce N. Rosenthal, President and CEO** of this Corporation is authorized and directed to appear in all bankruptcy proceedings on behalf of the corporation, and to otherwise do and perform all acts and deeds and to execute and deliver all necessary documents on behalf of the corporation in connection with such bankruptcy case, and

Be It Further Resolved, that **Bruce N. Rosenthal, President and CEO** of this Corporation is authorized and directed to employ **Matthew L. Johnson 6004**, attorney and the law firm of **Matthew L. Johnson & Associates, PC** to represent the corporation in such bankruptcy case."

Date **October 25, 2012**Signed **/s/ Bruce N. Rosenthal****Bruce N. Rosenthal**

Resolution of Board of Directors
of
Submarina, Inc.

Whereas, it is in the best interest of this corporation to file a voluntary petition in the the United States Bankruptcy Court pursuant to Chapter 11 of Title 11 of the United States Code;

Be It Therefore Resolved, that **Bruce N. Rosenthal, President and CEO** of this Corporation, is authorized and directed to execute and deliver all documents necessary to perfect the filing of a chapter 11 voluntary bankruptcy case on behalf of the corporation; and

Be It Further Resolved, that **Bruce N. Rosenthal, President and CEO** of this Corporation is authorized and directed to appear in all bankruptcy proceedings on behalf of the corporation, and to otherwise do and perform all acts and deeds and to execute and deliver all necessary documents on behalf of the corporation in connection with such bankruptcy case, and

Be It Further Resolved, that **Bruce N. Rosenthal, President and CEO** of this Corporation is authorized and directed to employ **Matthew L. Johnson 6004**, attorney and the law firm of **Matthew L. Johnson & Associates, PC** to represent the corporation in such bankruptcy case.

Date October 25, 2012

Signed _____

Date October 25, 2012

Signed _____